

# CRAVATH, SWAINE & MOORE

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CABLE ADDRESSES  
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CRAVATH, PARIS  
CRAVATH, LONDON E.C. 2

RECORDATION NO. 9994A Filed 1425

FEB 2 1979 - 1 00 PM

INTERSTATE COMMERCE COMMISSION

2-11-1979

Date FEB 2 1979

Fee \$ 10.00

ICC Washington, D. C.

February 2, 1979

Amendment Agreement Dated as of January 15, 1979  
Amending Conditional Sale Agreement  
Filed with the ICC under Recordation No. 9994

Dear Sir:

Enclosed herewith for filing pursuant to 49 U.S.C. 11303(a) (formerly Section 20c of the Interstate Commerce Act) is an Amendment Agreement dated as of January 15, 1979.

The parties to the enclosed agreement are:

Trailer Train Company  
300 South Wacker Drive  
Chicago, Illinois 60606

Bethlehem Steel Corporation  
Bethlehem, Pennsylvania 18016.

The Amendment Agreement amends a Conditional Sale Agreement dated as of December 1, 1978, among Trailer Train Company, Bethlehem Steel Corporation, Pullman Incorporated (Pullman Standard Division) and ACF Industries, Incorporated, which was recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303(a) on January 3, 1979, at 3:00 p.m., recordation 9994.

*C. Quinlan*  
*E. C. Brown*

Enclosed is a check for \$10 for the required recordation fee. Please accept for recordation one counterpart of the enclosed agreement, stamp the remaining counterparts with your recordation number and return them to the delivering messenger along with your fee receipt, addressed to the undersigned.

Very truly yours,

*Laurance V. Goodrich*

Laurance V. Goodrich,  
as agent for  
Trailer Train Company

Mr. H. G. Homme, Jr.,  
Secretary,  
Interstate Commerce Commission,  
Washington, D. C. 20423

Encls.

10A

# Interstate Commerce Commission

Washington, D.C. 20423

2/2/79

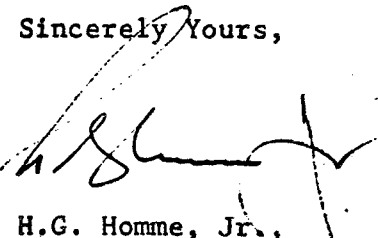
OFFICE OF THE SECRETARY

Laurance V. Goodrich  
Crovath, Swaine & Moore  
One Chase Manhattan Plaza  
New York, N.Y. 10005

Dear Sir:

The enclosed document(s) was recorded pursuant to the  
provisions of Section 20(c) of the Interstate Commerce Act,  
49 U.S.C. 20(c), on 2/2/79 at 1:00pm ,  
and assigned recordation number(s) 9994-A

Sincerely Yours,



H.G. Homme, Jr.,  
Secretary

Enclosure(s)

SE-30-T  
(2/78)

RECORDATION NO. 9994-A Filed 1425

FEB 2 1979 -1 00 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of  
January 15, 1979, between BETHLEHEM  
STEEL CORPORATION (the "Builder") and  
TRAILER TRAIN COMPANY (the "Vendee").

WHEREAS the Builder and the Vendee have entered  
into a Conditional Sale Agreement dated as of December 1,  
1978 (the "CSA");

WHEREAS the CSA was filed and recorded with the  
Interstate Commerce Commission pursuant to 49 U.S.C.  
§ 11303 on January 3, 1979, at 3:00 p.m., and was assigned  
recordation number 9994; and

WHEREAS the parties hereto now desire to amend  
the CSA by including 11 additional all purpose flat cars  
to be delivered by the Builder.

NOW, THEREFORE, in consideration of the mutual  
covenants and agreements herein contained, the parties  
hereto hereby agree as follows:

1. Schedule B to the CSA is hereby deleted and  
restated in its entirety as shown in Exhibit A attached  
hereto.

2. Except as hereby amended, the CSA shall  
remain in full force and effect.

COMMONWEALTH OF PENNSYLVANIA, )  
 ) ss.:  
COUNTY OF LEHIGH, )

On this *1st* day of *February*, 1979, before me personally appeared *David Adams, Jr.*, to me personally known, who being by me duly sworn, says that he is Vice President of BETHLEHEM STEEL CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its By-laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires  
July 17, 1982  
City of Bethlehem  
Lehigh County

*E. the S. Vary*  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

STATE OF ILLINOIS, )  
 ) ss.:  
COUNTY OF COOK, )

On this *31st* day of *January*, 1979, before me personally appeared *R.E. Zimmerman*, to me personally known, who being by me duly sworn, says that he is Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Alonnie Krause*  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

SCHEDULE B

<u>Builder</u>	<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifi- cations</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Road Numbers (Inclusive)</u>	<u>Estimated Time and Place of Delivery</u>
Bethlehem Steel Corporation	89'4" 70- ton capacity, hydraulic draft gear, flush deck all purpose flat cars	FC	T-3078-B	Johnstown, Pennsylvania	671	\$44,200	\$29,658,200	979790-980289 980290-980449 980450-980460	Prior to May 1, 1979, at Johnstown, Pennsylvania
Pullman Incorpo- rated (Pullman Standard Division)	89'4" 70- ton capacity, hydraulic draft gear, flush deck all purpose flat cars	FC	T-3078-P	Bessemer, Alabama	295	42,774.25	12,618,403.75	973951-973967 973969-973970 973972-973973 973976-973980 973982-973999 975615-975865	Prior to December 31, 1978, at Bessemer, Alabama
ACF Industries, Incorpo- rated	89'4" 70- ton capacity, hydraulic draft gear, low level flat cars for auto- rack use	FA	T-3078-A	St. Louis, Missouri	200	38,500	7,700,000	820600-820799	December 1978 through February 1979, at St. Louis, Missouri
					1,166			\$49,976,603.75	